RECORDATION NO. 21 H FILED

DEC 11 '98

11-30AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.
20006-2973

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> (202) 393-2266 Fax (202) 393-2156

OF COUNSEL URBAN A LESTER

December 11, 1998

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Interim User Agreement, dated as of December 11, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim User Agreement which was previously filed with the Board under Recordation Number 21710.

The names and addresses of the parties to the enclosed document are:

Manufacturer:

General Electric Company

2901 East Lake Road Erie, Pennsylvania 16531

Companies:

Union Pacific Corporation

Union Pacific Railroad Company

1416 Dodge Street

Omaha, Nebraska 68179

A description of the railroad equipment covered by the enclosed document is:

45 locomotives

UP 7510 through UP 7554

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SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams December 11, 1998 Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg Enclosures

RECORDATION NO. 21710-A

TERMINATION OF INTERIM USER AGREEMENT

THIS TERMINATION OF INTERIM USER AGREEMENT, is made as of the 11th 30 AM day of December, 1998, by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), Union Pacific Corporation, a Utah corporation ("UPC"), and Union Pacific Railroad Company, an Delaware corporation ("Railroad").

WHEREAS, GE, UPC and Railroad are parties to an Interim User Agreement dated as of September 15, 1998 (the "Lease"); and

WHEREAS, GE, UPC and Railroad now desire to terminate and cancel the Lease;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, UPC and GE, intending to be legally bound, agree as follows:

1. Railroad, UPC and GE hereby terminate and cancel the Lease, effective December 11, 1998, with respect to the following equipment: Forty-five General Electric Company Model AC6000 CW Diesel Electric Locomotives bearing Road Numbers 7510-7554 (inclusive), thereby terminating and canceling the Lease in its entirety.

IN WITNESS WHEREOF, Railroad, UPC and GE have each caused this Termination work ease to be duly executed by their authorized officers as of the day and year first above written.

Attest:

Assisiant Secretary

Attest:

M. J. Baughman, Attesting Secretar

Assistant Secretary

UNION PACIFIC CORPORATION

By:

John B. Larsen, Assistant Treasurer

GENERAL ELECTRIC COMPANY

Bv:

obert J. Koontz, Manager

UNION PACIFIC RAILROAD COMPANY

John B. Larsen,

Assistant Treasurer

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State of <u>Nebraska</u>	1			
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State of
County of}
On this day of December, 1998, before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Union Pacific Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
[NOTARIAL SEAL] Notary Public
My Commission expires:
Commonwealth of Pennsylvania }
County of Erie }
On this day of December, 1998, before me personally appeared Robert J. Koontz, to me personally known, who, being by me duly sworn, says that he is Manager of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
[NOTARIAL SEAL] Cual C. Wakler  Notary Public
My Commission expires:  Notarial Seal Carol A. Wahlen, Notary Public Erie, Erie County My Commission Expires Dec. 12, 2002  Member, Pennsylvania Association of Notaries
State of } County of }
On this day of December, 1998, before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Union Pacific Railroad Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
[NOTARIAL SEAL]  Notary Public
My Commission expires: